AMENDMENTS TO THE CLAIMS:

This listing of claims will replace all prior versions and listings of claims in the application:

1. (Currently Amended) A compound of formula I:

$$(Y_1)_a \xrightarrow{A} A \xrightarrow{R_1} \bigcup_{\substack{N \\ R_1}} R_2$$

wherein, independently for each occurrence,

L is a bond or L is alkyl, alkenyl, or cycloalkyl which may be substituted with one or more R_1 ;

A is a monocyclic ring of 4-7 atoms containing 0-2 heteroatoms, a bicyclic ring of 8-12 atoms containing 0-4 heteroatoms or a tricyclic ring of 12-16 atoms containing 0-6 heteroatoms wherein the rings are independently aliphatic, aromatic, heteroaryl, or heterocyclic; wherein the heteroatoms selected from N, S, and O, and wherein the rings are optionally substituted with one or more groups selected from C₁₋₄ alkyl, CH₂OH, OR", SR", CN, N(R")₂, CH₂N(R")₂, NO₂, CF₃, CO₂R", CON(R")₂, COR", NR"C(O)R", F, Cl, Br, I and -S(O)₁CF₃, wherein R" is H, alkyl or alkaryl;

 R_1 is, independently for each occurrence, H, alkyl, cycloalkyl, aryl, or alkaryl;

R₂ is

$$\begin{array}{c|c}
S^{2} & & & \\
\hline
S^{N} & & & \\
\hline
X^{N} & & & \\
\hline
Z_{7} & & & \\
\hline
\end{array}$$

wherein, independently for each occurrence,

B is a bond, $C(R_1)_2$ or C=O;

E is O or S;

providing that the two Ds are different;

J is NR₁, CH₂, CH₂CH₂, or O;

M is CR₁ or N;

Q is N or CH;

U is O, H_2 , or CH_2 ;

 $X \text{ is H, } C_{1\text{--}4} \text{ alkyl, } CH_2OH, OR_1, SR_1, CN, N(R_1)_2, CH_2N(R_1)_2, NO_2, CF_3, CO_2R_1, \\$

$$B-(CH2)b-B-Q$$
(CH₂)_n
(CH₂)_n

 $CON(R_1)_2, COR_1, NR_1C(O)R_1, F, Cl, Br, I, -S(O)_rCF_3,$

$$B-(CH_2)_b-B-Q$$
or
 R_1 ;

 $\underline{Z \text{ is H, } C_{1-4} \text{ alkyl, } N(R_1)_2, NHC(O)R_1, NHCH_2C(O)R_1 \text{ or } NHC(O)CH=CHR_1;}$

r is 0, 1, or 2;

 R_6 is $C(O)OR_1$;

R₁ is as previously defined;

b is an integer from 0-4;

R₃ is alkyl or cycloalkyl;

a is an integer from 0-4; and

 Y_1 is

$$R_5$$
 N
 $(CH_2)_n$
 S

wherein,

R₄ is a water solubilizing group;

R₅ is H, alkyl, or cycloalkyl; and

n is an integer from 0 to 4;

or a pharmaceutically acceptable salt thereof.

2. (Original) The compound of claim 1, wherein L is a C_2 alkenyl.

- 3. (Withdrawn) The compound of claim 1, wherein L is a C_2 alkenyl and R_2 is wherein B is C=O.
- 4. (Withdrawn) The compound of claim 1, wherein L is a C_2 alkenyl and R_2 is

$$S$$
 N
 $N-B-(CH_2)_b-B-Q$
 $(CH_2)_n$
 $(CH_2)_n$
 $(CH_2)_n$
 $(CH_2)_n$
 $(CH_2)_n$
 $(CH_2)_n$
 $(CH_2)_n$

5. (Original) The compound of claim 1, wherein L is a C_2 alkenyl and R_2 is wherein R_1 is H.

- 6. (Original) The compound of claim 1, wherein L is a C_2 alkenyl and R_2 is wherein R_1 is H and the D adjacent to B is NR_1 .
- 7. (Withdrawn) The compound of claim 1, wherein L is a C_2 alkenyl and R_2 is wherein Z is $N(R_1)_2$.
- 8. (Withdrawn) The compound of claim 1, wherein L is a C_2 alkenyl and R_2 is $(CH_2)_n$

$$\label{eq:ch2} \text{C-B-}(\text{CH}_2)_b - \text{B-Q} \begin{picture}(CH_2)_n\\ \text{Wherein Z is } N(R_1)_2 \text{ and Q is}\end{picture}$$

- 9. (Withdrawn) The compound of claim 1, wherein A is a 6 membered monocyclic aryl.
- 10. (Withdrawn) The compound of claim 1, wherein A is a 10 membered bicyclic aryl.

- 11. (Withdrawn) The compound of claim 1, wherein A is a 12 membered tricyclic aryl.
- 12. (Withdrawn) The compound of claim 1, wherein A is an 8 membered bicyclic heteroaryl.
- 13. (Original) The compound of claim 1, wherein A is a 9 membered bicyclic heteroaryl.
- 14. (Original) The compound of claim 1, wherein A comprises at least 1 heteroatom.
- 15. (Withdrawn) The compound of claim 1, wherein A comprises at least 2 heteroatoms.
- 16. (Withdrawn) The compound of claim 1, wherein A comprises at least 1 nitrogen atom.
- 17. (Original) The compound of claim 1, wherein A comprises at least 1 oxygen atom.
- 18. (Withdrawn) The compound of claim 1, wherein A comprises at least 1 sulfur atom.
- 19. (Withdrawn) The compound of claim 1, wherein A comprises at least 2 sulfur atoms.
- 20. (Withdrawn) The compound of claim 1, wherein the compound is selected from the following:
 - (*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-(1-propyl-naphthalen-2-ylmethyl)acrylamide hydrochloride;
 - (*E*)-3-(3,3-Dimethyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-methyl-*N*-(3-methyl-benzo[*b*]thiophen-2-ylmethyl)acrylamide hydrochloride;
 - (*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-e][1,4]diazepin-7-yl)-*N*-naphthalen-2-ylmethyl-acrylamide hydrochloide;
 - (*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-e][1,4]diazepin-7-yl)-*N*-naphthalen-1-ylmethyl-acrylamide hydrochloride;
 - (*E*)-*N*-(4-Acetylamino-benzyl)-*N*-methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide;
 - (E)-N-(4-Methanesulfonyl-benzyl)-N-methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide;
 - (*E*)-*N*-(2-Methoxy-naphthalen-1-ylmethyl)-*N*-methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide;
 - (E)-N-Methyl-N-(4-methyl-naphthalen-1-ylmethyl)-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide,

- (*E*)-*N*-(2,3-Dimethyl-benzyl)-*N*-methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide;
- (*E*)-*N*-(4-Isopropyl-benzyl)-*N*-methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide;
- (*E*)-*N*-Indan-5ylmethyl-*N*-methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide;
- (*E*)-*N*-Indan-5ylmethyl-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloide;
- (E)-N-Methyl-N-(3-methyl-benzo[b]thiophen-2-ylmethyl)-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-(3,5-Dimethoxy-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (E)-N-[2-(1H-Indol-3-yl)-ethyl]-N-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-(2,4,5-trimethoxy-benzyl)acrylamide hydrochloride;
- (*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-e][1,4]diazepin-7-yl)-*N*-phenanthren-9-ylmethyl-acrylamide hydrochloride;
- (*E*)-*N*-Acenaphthen-5-ylmethyl-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-(4-Methoxy-naphthalen-1ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-Benzo[1,3]dioxol-5-ylmethyl-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-e][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-(2,5-Dimethoxy-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-e][1,4]diazepin-7-yl)-*N*-quinolin-4-ylmethyl-acrylamide hydrochloride;

- (*E*)-*N*-(4-Ethoxy-3-methoxy-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-(2-Ethoxy-3-methoxy-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (E)-N-(3,4-Dimethyl-benzyl)-N-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-(2,4,6-trimethyl-benzyl)acrylamide hydrochloride;
- (*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-(2,4,5-trimethyl-benzyl)acrylamide hydrochloride;
- (*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-quinolin-3-ylmethyl-acrylamide hydrochloride;
- (*E*)-*N*-(3,4-Dimethoxy-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (E)-N-Benzofuran-2-ylmethyl-N-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-Methyl-*N*-(2-methyl-naphthalen-1-ylmethyl)-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-Biphenyl-2-ylmethyl-methyl-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-Biphenyl-3-ylmethyl-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-(2-Ethoxy-napthalen-1-ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (E)-N-(2-Ethoxy-benzyl)-N-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-e][1,4]diazepin-7-yl)-*N*-(2,3,4-trimethoxy-benzyl)acrylamide hydrochloride;

- (*E*)-*N*-(2,3-Dihydro-benzo[1,4]dioxin-6ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-(2,3-Diethoxy-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-(3-Ethoxy-2-methoxy-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (E)-N-(2-Ethoxy-3-methyl-benzyl)-N-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-*N*-quinolin-5ylmethyl-acrylamide hydrochloride;
- (*E*)-*N*-(3-Methoxy-2-propoxy-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-(3-Methoxy-2-isopropoxy-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (E)-N-methyl-N-(3-methyl-benzofuran-2-ylmethyl)-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (E)-N-(3-Chloro-2-methoxy-benzyl)-N-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (E)-N-(3-Chloro-2-ethoxy-benzyl)-N-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-(2,3-Dihydro-benzo[1,4]dioxin-5-ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-(4,5-Dimethyl-naphthalen-1-ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-Methyl-*N*-(2-methyl-benzofuran-3-ylmethyl)-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-e][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-Methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)-*N*-quinolin-5-ylmethyl-acrylamide hydrochloride;

- (E)-N-benzyl-N-methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide;
- (*E*)-*N*-methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-(7-{2-[Methyl-(1-methyl-1*H*-indol-2-ylmethyl)carbamoyl]vinyl}-2-oxo-1,2,3,5-tetrahydro-pyrido[2,3-*e*][1,4]diazepin-4-yl)acetic acid ethyl ester hydrochloride;
- (E)-N-(2,3-Dimethoxy-benzyl)-N-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-Methyl-*N*-(4-methyl-naphthalen-1-ylmethyl)-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-(2-Methoxy-naphthalen-1-ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- I-(+)-(E)-N-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)-N-(1-naphthalen-1-yl-ethyl)acrylamide hydrochloride;
- (S)-(-)-(E)-N-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)-N-(1-naphthalen-1-yl-ethyl)acrylamide hydrochloride;
- (E)-N-Benzo[b]thiophen-2-ylmethyl-N-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-e][1,4]diazepin-7-yl)-*N*-(3-trifluoromethyl-benzyl)acrylamide hydrochloride;
- (*E*)-*N*-(2-Chloro-benzyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-e][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (E)-N-Methyl-N-(4-methyl-benzyl)-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*R*)-(-)-(*E*)-*N*-Methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)-3-(10-oxo-2,3,4,9,10,10^a-hexahydro-1*H*-3^a,8,9-triaza-benzo[*f*]azulen-6-yl)acrylamide hydrochloride;
- (S)-(+)-(E)-N-Methyl-N-(1-methyl-1H-indol-2-ylmethyl)-3-(10-oxo-2,3,4,9,10,10^a-hexahydro-1H-3^a,8,9-triaza-benzo[f]azulen-6-yl)acrylamide hydrochloride;

- (E)-3-[4-(4-Methoxy-benzyl)-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl]-N-methyl-N-(1-methyl-1H-indol-2-ylmethyl)acrylamide hydrochloride;
- (*E*)-*N*-Methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)-3-(2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-Methyl-*N*-(3-methyl-benzo[*b*]thiophen-2-ylmethyl)-3-[4-(2-morpholin-4-yl-ethyl)-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl]acrylamide hydrochloride;
- (*E*)-*N*-Methyl-*N*-(3-methyl-benzo[*b*]thiophen-2-ylmethyl)-3- $\{4-[2-(4-methyl-piperazin-1-yl)-2-oxo-ethyl]-2-oxo-2,3,4,5-tetrahydro-1$ *H*-pyrido[2,3-*e* $][1,4]diazepin-7-yl}acrylamide hydrochloride;$
- (E)-N-Methyl-N-(3-methyl-benzo[b]thiophen-2-ylmethyl)-3-[4-(3-morpholin-4-yl-propyl)-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl]acrylamide hydrochloride;
- (E)-N-(2-Ethoxy-3-methoxy-benzyl)-N-methyl-3- $\{4$ -[2-(4-methyl-piperazin-1-yl)-2-oxo-ethyl]-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl $\}$ acrylamide hydrochloride;
- (S)-(+)-(E)-N-Methyl-N-(3-methyl-benzo[b]thiophen-2-ylmethyl)-3-(10-oxo- $2,3,4,9,10,10^a$ -hexahydro-1H- $3^a,8,9$ -triaza-benzo[f]azulen-6-yl)acrylamide hydrochloride;
- (R)-(-)-(E)-N-Methyl-N-(3-methyl-benzo[b]thiophen-2-ylmethyl)-3-(10-oxo- $2,3,4,9,10,10^a$ -hexahydro-1H- 3^a ,8,9-triaza-benzo[f]azulen-6-yl)acrylamide hydrochloride;
- (*E*)-N-(4-Fluoro-naphthalen-1-ylmethyl)-N-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (E)-N-(4-Chloro-naphthalen-1-ylmethyl)-N-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (*E*)-*N*-Methyl-*N*-(3-methyl-benzofuran-2-ylmethyl)-3-[4-(3-morpholin-4-yl-propyl)-2-0xo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl]acrylamide hydrochloride;

(E)-N-(2-Isopropoxy-3-methoxy-benzyl)-N-methyl-3-[4-(3-morpholin-4-yl-propyl)-2oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl]acrylamide hydrochloride;

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- (E)-N-Methyl-N-(3-methyl-benzo[b]thiophen-2-ylmethyl)-3- $\{4$ -[3-(4-methyl-piperazin-1-yl)propyl]-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-e][1,4]diazepin-7-yl}acrylamide hydrochloride;
- (E)-N-Methyl-N-(2-methyl-benzofuran-3-ylmethyl)-3-[4-(3-morpholin-4-yl-propyl)-2oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl]acrylamide hydrochloride;
- (E)-N-(3-Chloro-benzo[b]thiophen-2-ylmethyl)-N-methyl-3-(4-methyl-2-oxo-2,3,4,5tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (E)-N-(5-Chloro-1-methyl-1H-indol-2-ylmethyl)-N-methyl-3-(4-methyl-2-oxo-2,3,4,5-(4-methyl-2-oxo-2,4,5-(4-methyl-2-oxo-2,4,5-(4-methyl-2-oxo-2,4,5-(4-methyl-2-oxo-2,4,5-(4-methy tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (E)-N-(1,7-Dimethyl-1H-indol-2-ylmethyl)-N-methyl-3-(4-methyl-2-oxo-2,3,4,5tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (E)-N-(5-Fluoro-3-methyl-benzo[b]thiophen-2-ylmethyl)-N-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (E)-N-(5-Chloro-3-methyl-benzo[b]thiophen-2-ylmethyl)-N-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide hydrochloride;
- (E)-3-(6-Amino-5-morpholin-4-ylmethyl-pyridin-3-yl)-N-(1,7-dimethyl-1H-indol-2ylmethyl)-N-methyl-acrylamide hydrochloride;
- (E)-3-(6-Amino-5-morpholin-4-ylmethyl-pyridin-3-yl)-N-(2-ethoxy-3-methoxy-benzyl)-*N*-methyl-acrylamide hydrochloride;
- (E)-N-Methyl-N-(1-methyl-1H-indol-3-ylmethyl)-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-*e*][1,4]diazepin-7-yl)acrylamide;
- (E)-7-{2-[Methyl-(1-methyl-1H-indol-3-ylmethyl)-carbamoyl]-vinyl}-2-oxo-1,2,3,5tetrahydro-pyrido[2,3-e][1,4]diazepine-4-carboxylic acid benzyl ester;
- (E)-3-(2,4-Dioxo-1,2,3,4-tetrahydro-pyrido[2,3-d]pyrimidin-6-yl)-N-methyl-N-(1methyl-1*H*-indol-3-ylmethyl)acrylamide;

- (*E*)-*N*-Methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)-3-(2-oxo-2,3-dihydro-oxazolo[4,5-*b*]pyridin-6-yl)acrylamide;
- (*E*)-*N*-Methyl-*N*-(1-methyl-1*H*-indol-3-ylmethyl)-3-(2-oxo-2,3-dihydro-oxazolo[4,5-*b*]pyridin-6-yl)acrylamide;
- (E)-3-(6-Amino-5- $\{2$ -[methyl-(1-methyl-1*H*-indol-2-ylmethyl)carbamoyl]ethyl $\}$ pyridin-3-yl)-N-methyl-N-(1-methyl-1*H*-indol-2-ylmethyl)acrylamide;
- (*E*)-3-(6-Amino-5-piperidin-1-ylmethyl-pyridin-3-yl)-*N*-methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)acrylamide;
- (*E*)-3-(6-Amino-5-pyrrolidin-1-ylmethyl-pyridin-3-yl)-*N*-methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)acrylamide hydrochloride;
- (*E*)-3-[6-Amino-5-(4-methyl-piperazin-1-ylmethyl)pyridin-3-yl]-*N*-methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)acrylamide hydrochloride;
- (*E*)-3-[6-Amino-5-(4-benzyl-piperidin-1-ylmethyl)pyridin-3-yl]-*N*-methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)acrylamide hydrochloride;
- (*E*)-3-(6-Amino-5-pyrrolidin-1-ylmethyl-pyridin-3-yl)-*N*-methyl-*N*-naphthalen-2-ylmethyl-acrylamide hydrochloride;
- (E)-3-[6-Amino-5-(4-methyl-piperazin-1-ylmethyl)pyridin-3-yl]-N-methyl-N-(3-methyl-benzo[b]thiophen-2-ylmethyl)acrylamide hydrochloride;
- (*E*)-3-(6-Amino-5-morpholin-4-ylmethyl-pyridin-3-yl)-*N*-methyl-*N*-(4-methyl-naphthalen-1-ylmethyl)acrylamide hydrochloride;
- (E)-3-(6-Amino-5-morpholin-4-ylmethyl-pyridin-3-yl)-N-methyl-N-(3-methyl-benzo[b]thiophen-2-ylmethyl)acrylamide hydrochloride;
- (*E*)-3-(6-Amino-5-morpholin-4-ylmethyl-pyridin-3-yl)-*N*-(3,4-dimethyl-thieno[2,3-*b*]thiophen-2-ylmethyl)-*N*-methyl-acrylamide hydrochloride;
- (*E*)-3-[6-Amino-5-(4-methyl-piperazin-1-ylmethyl)pyridin-3-yl]-*N*-(2-ethoxy-3-methoxy-benzyl)-*N*-methyl-acrylamide hydrochloride;
- (*E*)-3-[6-Amino-5-(4-methyl-piperazin-1-ylmethyl)pyridin-3-yl]-*N*-methyl-*N*-(4-methyl-naphthalen-1-ylmethyl)acrylamide hydrochloride;

- (*E*)-3-[6-Amino-5-(4-methyl-piperazin-1-ylmethyl)pyridin-3-yl]-*N*-benzofuran-2-ylmethyl-*N*-methyl-acrylamide hydrochloride;
- (*E*)-3-[6-Amino-5-(4-methyl-piperazin-1-ylmethyl)pyridin-3-yl]-*N*-(3-methoxy-2-propoxy-benzyl)-*N*-methyl-acrylamide hydrochloride;
- (*E*)-3-[6-Amino-5-(4-methyl-piperazin-1-ylmethyl)pyridin-3-yl]-*N*-(2-ethoxy-3-methyl-benzyl)-*N*-methyl-acrylamide hydrochloride;
- (*E*)-*N*-(3-Methoxy-2-propoxy-benzyl)-*N*-methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide hydrochloride;
- (*E*)-*N*-(2-Isopropoxy-3-methoxy-benzyl)-*N*-methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide hydrochloride;
- (*E*)-*N*-(2-Ethoxy-3-methoxy-benzyl)-*N*-methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide hydrochloride;
- (*E*)-3-[6-(2,5-Dioxo-pyrrolidin-1-yl)pyridin-3-yl]-*N*-methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)acrylamide;
- (*E*)-N-(5-{2-[Methyl-(1-methyl-1H-indol-2-ylmethyl)carbamoyl]vinyl}pyridin-2-yl)succinamide;
- (E)-N- $(5-{2-[Methyl-(1-methyl-1<math>H$ -indol-2-ylmethyl)carbamoyl]vinyl}pyridin-2-yl)-4-(4-methyl-piperazin-1-yl)-4-(4-oxo-butyramide;
- (*E*)-*N*-(5-{2-[Methyl-(1-methyl-1*H*-indol-2-ylmethyl)carbamoyl]vinyl}pyridin-2-yl)-4-morpholin-4-yl-4-oxo-butyramide;
- (E)-1-Methyl-piperidine-4-carboxylic acid (5-{2-[methyl-(1-methyl-1H-indol-2-ylmethyl)carbamoyl]vinyl}pyridin-2-yl)amide;
- (*E*)-*N*-Methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)-3-[6-(2-pyridin-4-yl-acetylamino)pyridin-3-yl]acrylamide;
- (*E*)-1-Acetyl-piperidine-4-carboxylic acid (5-{2-[methyl-(1-methyl-1*H*-indol-2-ylmethyl)carbamoyl]vinyl}pyridin-2-yl)amide;
- (E)-3-(6-Amino-pyridin-3-yl)-N-(2,3-dimethoxy-benzyl)-N-methyl-acrylamide;
- (E)-N-(4-Acetylamino-benzyl)-3-(6-amino-pyridin-3-yl)-N-methyl-acrylamide;

- (E)-3-[3-(2-Dimethylamino-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-d]pyrimidin-6-yl]-N-methyl-N-(1-methyl-1H-indol-2-ylmethyl)acrylamide;
- (*E*)-*N*-Methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;
- (*E*)-*N*-Methyl-*N*-(4-methyl-naphthalen-1-ylmethyl)-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;
- (*E*)-*N*-Acenaphthen-5-ylmethyl-*N*-methyl-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;
- (*E*)-N-(2-Ethoxy-3-methoxy-benzyl)-N-methyl-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-d]pyrimidin-6-yl]acrylamide hydrochloride;
- (*E*)-*N*-Methyl-*N*-(3-methyl-benzo[*b*]thiophen-2-ylmethyl)-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-d]pyrimidin-6-yl]acrylamide hydrochloride;
- (*E*)-(6-{2-[Methyl-(1-methyl-1*H*-indol-2-ylmethyl)carbamoyl]vinyl}-2-oxo-1,4-dihydro-2*H*-pyrido[2,3-*d*]pyrimidin-3-yl)acetic acid;
- Sodium (E)-(6-{2-[methyl-(1-methyl-1H-indol-2-ylmethyl)carbamoyl]vinyl}-2-oxo-1,4-dihydro-2H-pyrido[2,3-d]pyrimidin-3-yl)acetate;
- Sodium (E)-(6-{2-[methyl-(3-methyl-benzo[b]thiophen-2-ylmethyl)carbamoyl]vinyl}-2-oxo-1,4-dihydro-2H-pyrido[2,3-d]pyrimidin-3-yl)acetate;
- $(E)-N-\text{Methyl-}N-(1-\text{methyl-}1H-\text{indol-}2-\text{ylmethyl})-3-\{3-[2-(4-\text{methyl-piperazin-}1-\text{yl})-2-\text{oxo-ethyl}]-2-\text{oxo-}1,2,3,4-\text{tetrahydro-pyrido}[2,3-d] pyrimidin-6-yl\} acrylamide hydrochloride;$
- (*E*)-*N*-Methyl-*N*-(3-methyl-benzo[*b*]thiophen-2-ylmethyl)-3-{3-[2-(4-methyl-piperazin-1-yl)-2-oxo-ethyl]-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3- \dot{d}]pyrimidin-6-yl}acrylamide hydrochloride;
- (E)-N-Methyl-N-(3-methyl-benzo[b]thiophen-2-ylmethyl)-3- $\{3$ -[2-(4-methyl-piperazin-1-yl)-2-oxo-ethyl]-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-d]pyrimidin-6-yl $\}$ acrylamide hydrochloride;

- (E)-2-Amino-5- $\{2-[methyl-(1-methyl-1H-indol-2-ylmethyl)carbamoyl]vinyl\}-N-(2-morpholin-4-yl-ethyl)nicotinamide hydrochloride;$
- (*E*)-*N*-(3-Methyl-benzo[*b*]thiophen-2-ylmethyl)-3-[3-(3-morpholin-4-yl-propyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;
- (*E*)-*N*-(2-Ethoxy-3-methoxy-benzyl)-*N*-methyl-3-[3-(3-morpholin-4-yl-propyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;
- (*E*)-*N*-(5-{2-[Methyl-(3-methyl-benzo[b]thiophen-2-ylmethyl)carbamoyl]vinyl}pyridin-2-yl)-4-(4-methyl-piperazin-1-yl)-4-oxo-butyramide;
- (E)-N-(2,3-Diethoxy-benzyl)-N-methyl-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-d]pyrimidin-6-yl]acrylamide hydrochloride;
- (*E*)-*N*-(2-Isopropoxy-3-methoxy-benzyl)-*N*-methyl-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;
- (*E*)-*N*-(3-Methoxy-2-propoxy-benzyl)-*N*-methyl-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;
- (*E*)-*N*-Methyl-*N*-(3-methyl-benzofuran-2-ylmethyl)-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;
- (*E*)-*N*-Methyl-*N*-(2-methyl-benzofuran-3-ylmethyl)-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;
- (E)-N-(3-Chloro-2-ethoxy-benzyl)-N-methyl-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-d] pyrimidin-6-yl] acrylamide hydrochloride;
- (*E*)-*N*-(4-Fluoro-naphthalen-1-ylmethyl)-*N*-methyl-3-[3-(2-morpholin-4-yl-ethyl)-2-oxo-1,2,3,4-tetrahydro-pyrido[2,3-*d*]pyrimidin-6-yl]acrylamide hydrochloride;
- (*E*)-*N*-(2,3-Dimethoxy-benzyl)-*N*-methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)acrylamide;
- (*E*)-3-(6-Amino-5-morpholin-4-ylmethyl-pyridin-3-yl)-*N*-methyl-*N*-(1-methyl-1*H*-indol-3-ylmethyl)acrylamide;
- $(\textit{E}) 3 (6 \text{Amino-pyridin-3-yl}) \textit{N} \text{methyl-N-thieno[3,2-c]} pyridin-2 ylmethyl-acrylamide;}$

- (*E*)-*N*-Methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-e][1,4]diazepin-7-yl)-*N*-thieno[3,2-c]pyridin-2-ylmethyl-acrylamide;
- (*E*)-*N*-Methyl-3-(7-oxo-5,6,7,8-tetrahydro-[1,8]naphthyridin-3-yl)-*N*-thieno[3,2-c]pyridin-2-ylmethyl-acrylamide;
- (*E*)-3-(6-Amino-pyridin-3-yl)-*N*-(2-ethoxy-3-methoxy-benzyl)-*N*-methyl-acrylamide hydrochloride;
- (*E*)-3-(6-Amino-pyridin-3-yl)-*N*-(2-propoxy-3-methoxy-benzyl)-*N*-methyl-acrylamide hydrochloride;
- (*E*)-3-(6-amino-pyridin-3-yl)-*N*-(2-isopropoxy-3-methoxy-benzyl)-*N*-methyl-acrylamide hydrochloride;
- (*E*)-*N*-Acenaphthen-5-ylmethyl-3-(6-amino-pyridin-3-yl)-*N*-methyl-acrylamide hydrochloride;
- (*E*)-*N*-(1H-Indol-5-ylmethyl)-*N*-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-e][1,4]diazepin-7-yl)-acrylamide;
- (E)-N-Methyl-N-(1-methylindol-5-ylmethyl)-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)-acrylamide;
- (E)-N-(1H-Indol-7-ylmethyl)-N-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)-acrylamide;
- (*E*)-*N*-Methyl-*N*-(1-methylindol-7-ylmethyl)-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1*H*-pyrido[2,3-e][1,4]diazepin-7-yl)-acrylamide;
- (*E*)-N-(1H-Indol-6-ylmethyl)-N-methyl-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)-acrylamide;
- (*E*)-*N*-3-(6-Amino-pyridin-3-yl)-*N*-methyl-*N*-(2-methyl-benzofuran-3-ylmethyl)-acrylamide hydrochloride;
- (E)-3-(3,3-Dimethyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)-N-methyl-N-(3-methyl-benzofuran-2-ylmethyl)acrylamide hydrochloride;
- (*E*)-*N*-Methyl-*N*-(3-methyl-1*H*-inden-2-ylmethyl)-3-(4-methyl-2-oxo-2,3,4,5-tetrahydro-1H-pyrido[2,3-e][1,4]diazepin-7-yl)acrylamide hydrochloride;

- (E)-3- $(6-{2-[Methyl-(3-methyl-benzo[b]thiophen-2-ylmethyl)carbamoyl]vinyl}-2-oxo-1,4-dihydro-2<math>H$ -pyrido[2,3-d]pyrimidin-3-yl)propionic acid ethyl ester;
- (*E*)-3-(6-amino-5-cyano-pyridin-3-yl)-*N*-methyl-*N*-(1-methyl-1*H*-indol-2-ylmethyl)-acrylamide hydrochloroide; or
- (E)-N-methyl-N-(1-methyl-1H-indol-2-ylmethyl)-3-(2-oxo-1,2,3,4-tetrahydro-pyrido-[2,3-b]pyrazin-[2,3-b]
- 21. (Original) The compound of claim 1, wherein the compound inhibits FabI with a K_i of about 5 μ M or less, about 1 μ M or less, about 100 nM or less, about 10 nM or less, or about 1 nM or less.
- 22. (Original) The compound of claim 1, wherein the compound inhibits FabI with an IC₅₀ of about 30 μ M or less, about 1 μ M or less, about 100 nM or less, or about 10 nM or less.
- 23. (**Original**) The compound of claim 1, wherein the compound inhibits FabI with an MIC of about 32 μg/mL or less, about 16 μg/mL or less, or about 8 μg/mL or less, about 4 μg/mL or less, about 2 μg/mL or less, about 1 μg/mL or less, about 0.5 μg/mL or less, about 0.25 μg/mL or less, or about 0.125 μg/mL or less.
- 24. (**Original**) A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier or excipient.
- 25. (**Previously Presented**) The composition of claim 24, wherein the composition is formulated for intraveneous or injectable, administration.
- 26. (Canceled)
- 27. (**Original**) The composition of claim 24, wherein the composition is formulated for topical application.
- 28.-29. (Canceled)
- 30. (**Original**) The composition of claim 24, wherein the composition is formulated for oral administration.
- 31. (Original) The composition of claim 30, wherein the composition is formulated in tablets such that the amount of compound provided in 20 tablets, if taken together, provides a dose of at least the ED_{50} but no more than ten times the ED_{50} .

32. (Original) The composition of claim 24, wherein the composition is formulated for parenteral administration such that the amount of compound provided in 20 cc bolus injection provides a dose of at least the ED₅₀ but no more that ten times the ED₅₀.

33. (Canceled)

- 34. (**Original**) A pill for reducing bacterial levels in a subject with a bacteria related illness, comprising a compound of claim 1.
- 35. (Original) The pill of claim 34, wherein the pill provides effective bacterial treatment for at least about 8 hours.

36.-47. (Canceled)

- 48. (**Original**) A method of disinfecting an inanimate surface comprising administering to the inanimate surface a compound of claim 1.
- 49. (**Original**) A kit comprising the pharmaceutical composition of claim 24 and instructions for use thereof.
- 50. (Previously Presented) The compound of claim 6, wherein B is CH₂.
- 51. (**Previously Presented**) The compound of claim 50, wherein A comprises a nine-membered bicyclic heteroaryl comprising at least one O.
- 52. (New/Withdrawn) A compound of formula I:

$$(Y_1)_a$$
 A
 R_1
 R_2
 R_1
 R_2

7

wherein, independently for each occurrence,

L is alkenyl;

A is a monocyclic ring of 4-7 atoms containing 0-2 heteroatoms, a bicyclic ring of 8-12 atoms containing 0-4 heteroatoms or a tricyclic ring of 12-16 atoms containing 0-6 heteroatoms wherein the rings are independently aliphatic, aromatic, heteroaryl, or heterocyclic; wherein the heteroatoms selected from N, S, and O, and wherein the rings are optionally substituted with one or more groups selected from C_{1-4} alkyl, CH_2OH ,

OR", SR", CN, N(R")₂, CH₂N(R")₂, NO₂, CF₃, CO₂R", CON(R")₂, COR", NR"C(O)R", F, Cl, Br, I and $-S(O)_r$ CF₃, wherein R" is H, alkyl or alkaryl;

R₁ is, independently for each occurrence, H, alkyl, cycloalkyl, aryl, or alkaryl;

 R_2 is

wherein, independently for each occurrence,

B is a bond, $C(R_1)_2$ or C=O;

$$N-B-(CH_2)_b-B-Q$$
 R_1
 R_1
 R_1
 R_1
 R_2
 R_3
 R_4
 R_5
 R_6
 R_6
 R_6
 R_6
 R_6
 R_6
 R_6
 R_6
 R_7
 R_8
 R_9
 R_9

J is NR₁, CH₂, CH₂CH₂, or O;

Q is N or CH;

 $X \text{ is } H,\, C_{1\text{--}4} \text{ alkyl},\, CH_2OH,\, OR_1,\, SR_1,\, CN,\, N(R_1)_2,\, CH_2N(R_1)_2,\, NO_2,\, CF_3,\, CO_2R_1,\, CN_1,\, CN_2,\, CN_$

$$B-(CH_{2})_{b}-B-Q \\ CON(R_{1})_{2}, COR_{1}, NR_{1}C(O)R_{1}, F, Cl, Br, I, -S(O)_{r}CF_{3}, \\ (CH_{2})_{n} \\ (CH_{2})_{n}$$

 $CON(R_1)_2$, COR_1 , $NR_1C(O)R_1$, Γ , CI, DI, I, $-3(O)R_1$

$$B-(CH_2)_{b-B-Q}$$
 or R_1 ;

 $Z \text{ is H, } C_{1\text{-}4} \text{ alkyl, } N(R_1)_2, \text{ NHC(O)} \\ R_1, \text{ NHCH}_2C(O) \\ R_1 \text{ or NHC(O)} \\ CH = CHR_1;$

r is 0, 1, or 2;

R₁ is as previously defined;

b is an integer from 0-4;

a is an integer from 0-4; and

 Y_1 is

$$R_5 \xrightarrow{R_4} (CH_2)_n \xrightarrow{S}$$

wherein,

R₄ is a water solubilizing group;

R₅ is H, alkyl, or cycloalkyl; and

n is an integer from 0 to 4;

or a pharmaceutically acceptable salt thereof.